

PRESS RELEASE

CATTOLICA ASSICURAZIONI'S SHAREHOLDERS' MEETING

- **FIVE MEMBERS OF THE BOARD OF DIRECTORS CONFIRMED**
- **APPROVAL OF BY-LAWS AMENDMENTS**

Verona, 15 December 2012. Under the chairmanship of Paolo Bedoni, the ordinary and extraordinary Shareholders' Meeting of Società Cattolica di Assicurazione was held today in Verona.

ORDINARY SESSION

Confirmation of five members of the Board of Directors

In accordance with Article 2386 of the Italian Civil Code and 33.5 of the By-laws, the Shareholders' Meeting appointed the following Directors, confirmed in office, making up the list presented by Cattolica's Board of Directors: Enrico Mario Ambrosetti, Paolo Garonna, Luigi Mion, Carlo Napoleoni, Giovanni Sandrini¹.

It is hereby disclosed that the appointed Directors Paolo Garonna and Luigi Mion are in possession of the independence requisites envisaged by the Borsa Italiana S.p.A. Code of Conduct.

It is hereby stated that the newly-appointed Directors shall remain in office until the renewal of the entire Board of Directors as per the resolution adopted by the extraordinary shareholders' meeting which amended the By-laws as follows.

EXTRAORDINARY SESSION

Amendments to the By-laws

During the extraordinary session, Cattolica's Shareholders' Meeting approved the amendment of Articles 27, 30, 33, 35, 36, 40, 43, 44 and 54 of the By-laws. These amendments comply with the need to update the corporate governance system as well

¹ The *curriculum vitae* and the declarations by means of which the individual candidates have accepted their candidature and have declared they possess the requisites envisaged by the law and the By-laws, the possible possession of the independence requisites and the absence of causes of incompatibility and ineligibility are available on the company's website www.cattolica.it (in the section dealing with Corporate Governance - Shareholders' Meeting 14/15 December 2012).

as the need to introduce a number of adaptations for legislative purposes. Among other aspects, the amendment of the system for the appointment of the Board of Directors was also approved, with the adoption of a three-year integral renewal system, in line with the regulations largely prevailing among listed companies. This new system shall be applied as from the shareholders' meeting called to approve the 2012 Annual financial statements, an occasion when steps shall be taken for the first integral renewal of the management body.

SOCIETA' CATTOLICA DI ASSICURAZIONE

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